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**Form ADV Part 2A – Firm Brochure**

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This brochure provides information about the qualifications and business practices of ClearLogic Financial, Inc. If you have any questions about the contents of this brochure, please contact us at 703-476-3521. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about ClearLogic Financial, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for ClearLogic Financial, Inc. is 133114.

ClearLogic Financial, Inc. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

# Item 2: Material Changes

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Since the last filing, dated March 14, 2018, the following material changes have occurred:

- Item 4 – As of June 30, 2018, Kevin Lozer is no longer with the firm, and Mark Atherton is 100% owner.

# Item 3: Table of Contents

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## Contents

Item 1: Cover Page .....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents .....	2
Item 4: Advisory Business .....	3
Item 5: Fees and Compensation .....	4
Item 6: Performance-Based Fees and Side-By-Side Management .....	5
Item 7: Types of Clients.....	5
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss .....	5
Item 9: Disciplinary Information .....	6
Item 10: Other Financial Industry Activities and Affiliations .....	6
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ...	6
Item 12: Brokerage Practices .....	8
Item 13: Review of Accounts .....	9
Item 14: Client Referrals and Other Compensation .....	9
Item 15: Custody.....	10
Item 16: Investment Discretion .....	10
Item 17: Voting Client Securities .....	11
Item 18: Financial Information .....	11

# Item 4: Advisory Business

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Ticknor Atherton & Associates' registration was granted by the U.S. Securities and Exchange Commission on October 29, 2004. The name of the firm was changed to ClearLogic Financial, Inc. in January 2015. Samuel Mark Atherton (CRD Number 4706300) is President. Mr. Atherton is Chief Compliance Officer and owns 100% of the equity of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries who have any ownership interest in the firm. The firm manages each client's portfolio on an individualized basis. Clients may impose restrictions on their accounts. As of December 31, 2018, the firm managed assets on a discretionary basis in the amount of \$315,027,461.

Adviser provides clients with continuous financial planning, investment advisory and account monitoring services on a fee-only basis. Adviser designs individualized financial plans for clients and develops investment strategies to meet client goals. Adviser sends clients quarterly reports detailing portfolio performance. Adviser meets with clients, in person or by telephone, as often as they require. A significant portion of the firm's efforts are related to "non-securities advice", such as issues involving expense budgeting, tax planning, education funding, insurance, charitable and estate planning, among others.

The Adviser develops a written **Investment Policy Statement** for each client, based on the client's risk tolerance, investment return objectives, investment time horizon, income requirements and other factors. The Investment Policy Statement, which is reviewed and approved by the client, describes a target investment portfolio for the client where assets are usually divided among equity, fixed income, and alternative investments. The Statement further identifies investment asset classes within these broad categories, such as short and intermediate-term U.S. and global bonds, U.S. large and small company growth and value stocks, international large company and small company growth and value stocks, commodity futures, and money market securities.

## Wrap Fee Programs

We do not participate in wrap fee programs.

# Item 5: Fees and Compensation

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Fees charged may be assessed according to different methods, including:

1. fixed fees **not** computed on the basis of size of the client's assets
2. fees which are computed on the basis of assets under management.

Each client's situation is unique and the time required to address concerns will vary. Fees charged are generally not negotiable. All fees are fully disclosed and agreed prior to the signing of the Advisory Agreement. Accounts may be grouped for billing purposes.

The basic annual fee for asset management services is calculated on the value of supervised assets, based on market value as stated in the account's latest quarterly statement. Fees are paid quarterly, in arrears. Fees are not charged on assets such as real estate, personal businesses, partnerships, pension funds over which the client has no control, or any other holdings that the client lists to provide Adviser with a better understanding of the client's financial situation, but that are not to be considered under the Adviser's supervision.

The annual fee on supervised investment portfolios is calculated on a sliding scale, as follows and is generally not negotiable:

1.00% per year for the first \$1 million of assets

0.75% per year for \$1 million to \$2 million of assets

0.50% per year for the assets above \$2 million

The minimum annual fee on supervised portfolios is generally \$7,500 per year, billed at the quarterly rate of \$1,875.

These portfolio supervision fees also include continuous advice on non-investment, personal financial planning questions or concerns.

Mutual funds charge a management fee for their services as investment managers. This management fee is called an expense ratio. For example, an expense ratio of 0.25 means that the mutual fund company charges 0.25% for their services. These fees are in addition to the fees paid by you to ClearLogic Financial, Inc.

Performance figures quoted by mutual fund companies in various publications are after their operating expense fees have been deducted.

## Item 6: Performance-Based Fees and Side-By-Side Management

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Fees are not based on a share of the capital gains or capital appreciation of the managed securities.

## Item 7: Types of Clients

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Individuals, pension plans, profit sharing plans, trusts, corporations and other business entities. We do not have a minimum account size requirement; however, we do have a minimum fee of \$7,500 per year. We reserve the right to waive the minimum fee at our discretion.

## Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

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Adviser employs a "strategic asset allocation" approach to portfolio management that is based on the principles of Modern Portfolio Theory and other research. We believe markets are relatively "efficient," and that investors' returns are determined principally by asset allocation decisions, not market timing or stock picking. Hence, Adviser **does not** forecast business cycles or interest rates, or shift allocations between stocks and bonds in response to market timing decisions. We maintain a strategic allocation and only infrequently revise that target allocation. We periodically rebalance to the target allocation, while considering the impact of taxes and transaction costs.

We typically recommend no-load, low cost, tax-efficient mutual funds in an effort to minimize expenses and negative tax consequences. We believe that investing in a well-diversified portfolio with low expenses and high tax efficiency is the best way to achieve the client's goals.

Adviser has access to institutional, "no load" funds from Dimensional Fund Advisors (DFA) that are not available to the individual investor and adviser uses many of these funds to build client portfolios. Investment portfolios range in risk and return characteristics from "conservative" to "aggressive," depending on the needs and objectives of the client. Fixed Income securities function to mute volatility in our Portfolios. Fixed Income Portfolios stress risk control and emphasize high-quality, short and intermediate-term fixed income securities. Adviser will make no attempt to time any market and investors should expect to remain fully invested in their selected asset allocation plan at all times.

While we believe our strategies and investment selection are designed to produce the highest possible return for a given level of risk, we cannot guarantee that an investment objective or planning goal will be achieved. Some investment decisions made by the firm and/or client may result in loss, which may include loss of the original principal invested.

## Item 9: Disciplinary Information

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Neither ClearLogic Financial, Inc. nor any of its associated personnel have been the subject of any legal or disciplinary events pursuant to the Investment Advisors Act.

## Item 10: Other Financial Industry Activities and Affiliations

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As a fiduciary, ClearLogic Financial, Inc. has certain legal obligations, including the obligation to act in clients' best interest. ClearLogic Financial, Inc. maintains a Business Continuity and Succession Plan and seeks to avoid a disruption of service to clients in the event of an unforeseen loss of key personnel, due to disability or death. To that end, ClearLogic Financial, Inc. has entered into a succession agreement with Buckingham Asset Management, LLC, effective August 24, 2018. ClearLogic Financial, Inc. can provide additional information to any current or prospective client upon request to Samuel Mark Atherton, President at (703) 476-3521 Ext. 1 or [mark@clearlogicfinancial.com](mailto:mark@clearlogicfinancial.com).

The firm and/or its associated persons are members of the National Association of Personal Financial Advisors (NAPFA) and the Certified Financial Planner Board of Standards, Inc.; their information may be available on these associations' websites for public view.

## Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

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The firm has adopted a written Code of Ethics in compliance with SEC Rule 204A-1. The code sets forth standards of conduct and requires compliance with federal securities laws. Our code also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

It is further noted that Adviser is in and shall continue to be in total compliance with the Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, Adviser has adopted a firm wide policy statement outlining insider trading compliance by employees. This statement has been distributed to all associated persons and other employees of Adviser and has been signed and dated by each such person. A copy of such firm wide policy is left with such person and the original is maintained in a master file. Further, Adviser has adopted a written supervisory procedures statement highlighting the steps which shall be taken to implement the firm wide policy. These materials are also distributed to all associated persons and other employees of Adviser, are signed, dated, and filed with the insider trading compliance materials. There are provisions adopted for:

1. restricting access to files
2. providing continuing education;
3. restricting and/or monitoring trading on those securities of which Adviser's employees may have non-public information
4. requiring all of Adviser's employees to conduct their trading through a specified broker or reporting all transactions promptly to Adviser
5. monitoring the securities trading of the firm and its employees and associated persons

Adviser or individuals associated with Adviser may buy or sell securities identical to those recommended to clients for their personal account. It is the expressed policy of Adviser that no person employed by Adviser may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

Adviser or any related person(s) may have an interest or position in a certain security or securities which may also be recommended to a client. As these situations may represent a conflict of interest, Adviser has established the following restrictions to ensure its fiduciary responsibilities:

1. A director, officer or employee of Adviser shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of Adviser shall prefer his or her own interest to that of the advisory client.
2. Adviser maintains a list of all securities holdings for itself, and anyone associated with this advisory practice. These holdings are reviewed on a regular basis by Mark Atherton, President.
3. Adviser requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
4. Any individual not in observance of the above may be subject to termination.

# Item 12: Brokerage Practices

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ClearLogic Financial, Inc. (ClearLogic) may recommend that clients establish brokerage accounts with Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer and member of SIPC. They maintain custody of clients' assets and effect trades for their accounts. Although ClearLogic may recommend that clients establish or maintain accounts at Schwab, it is the clients' decision to custody assets with Schwab. ClearLogic is independently owned and operated and is not affiliated with Schwab. Schwab provides ClearLogic Financial, Inc. with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services are not contingent upon ClearLogic committing to Schwab any specific amount of business assets in custody or trading commissions. Schwab's brokerage services include the execution of securities transactions, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. ClearLogic periodically reviews the services that Charles Schwab provides with respect to cost and quality of service vs. other institutions. This allows ClearLogic to ensure and maintain the best execution policy of the firm.

Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Institutional also makes available to ClearLogic Financial, Inc. other products and services that benefit ClearLogic but may not directly benefit its clients' accounts. Many of these products and services may be used to service technology that:

1. provide access to client account data (i.e. trade confirmations and account statements)
2. facilitate trade execution and allocate aggregated trade orders for multiple client accounts
3. provide research, pricing and other market data
4. facilitate payment of ClearLogic fees from its clients' accounts
5. assist with back-office functions, recordkeeping and client reporting

Schwab Institutional also offers other services intended to help ClearLogic Financial, Inc. manage and further develop its business enterprise. These services may include:

1. compliance, legal and business consulting
2. publications and conferences on practice management and business succession
3. access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to ClearLogic. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of ClearLogic personnel. In evaluating

whether to recommend that clients custody their assets at Schwab, ClearLogic may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. ClearLogic does not receive any remuneration from anyone to whom it may introduce clients. However, incentive compensation or referral fees may be paid to staff for generating new client relationships. ClearLogic does not receive any compensation for giving advice to clients other than the fees billed to those clients.

Investment advisers may elect to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to as aggregating orders, batch trading or block trading. We do not engage in block trading. It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is our trading policy is to implement all client orders on an individual basis. Therefore, we do not aggregate or “block” client transactions. Considering the types of investments, we hold in advisory client accounts, we do not believe clients are hindered in any way because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

## Item 13: Review of Accounts

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ClearLogic reviews client accounts at least quarterly and, if appropriate, rebalances each account to maintain the asset class allocation agreed to in the client's Investment Policy Statement. Decisions to rebalance may be affected by brokerage transaction costs, if any, and tax considerations. Clients are provided with quarterly reports with their quarterly billing statement.

Adviser will prepare a new Investment Policy Statement whenever there are changes in a client's risk tolerance, return objectives, or other factors affecting the management of the account. Adviser will implement changes to the client's investment mix in accordance with the agreed new Investment Policy Statement.

## Item 14: Client Referrals and Other Compensation

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We do not receive any economic benefit, directly or indirectly from any third party for advice rendered to our clients. Nor do we directly or indirectly compensate any person who is not advisory personnel for client referrals.

# Item 15: Custody

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Client funds and securities will be maintained by unaffiliated, qualified custodians (such as Charles Schwab), banks, broker-dealers, mutual fund companies or transfer agents and **not** with or by ClearLogic or any of its associates. Investment account clients are provided with transaction confirmations and summary account statements sent directly from the selected custodian. Typically, these statements are provided on a monthly or quarterly basis, or as transactions occur. Clients will receive reports from the firm that summarize performance of account holdings, and clients are urged to compare account statements received from their custodian (i.e. Charles Schwab) to those reports they receive from ClearLogic Financial, Inc.

**Standing Letters of Authorization:** ClearLogic Financial, Inc. does maintain a standing letter of authorization (SLOA) where the funds or securities are being sent to a third party, and the following conditions are met:

- a. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- b. The client authorizes ClearLogic Financial, Inc., in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- c. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.
- d. The client has the ability to terminate or change the instruction to the client's qualified custodian.
- e. ClearLogic Financial, Inc. has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- f. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.
- g. ClearLogic Financial, Inc. maintains records showing that the third party is not a related party of ClearLogic Financial, Inc. or located at the same address as ClearLogic Financial, Inc.

## Item 16: Investment Discretion

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The adviser is provided discretionary authority through the execution by the advisory client of a limited power of attorney.

## Item 17: Voting Client Securities

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ClearLogic Financial, Inc. will not exercise proxy voting over Client securities. The obligation to vote Client proxies shall at all time rest with Client. Client shall in no way be precluded from contacting Adviser for advice or information about a particular proxy vote; however, Adviser shall not be deemed to have proxy voting authority solely as a result of providing such advice to Client. Should Adviser inadvertently receive proxy voting action information for a security held in Client's account, then Adviser will immediately forward such information to Client, but will not take any further action with respect to the voting of such proxy. Upon termination of its Agreement with Client, Adviser shall make a good faith and reasonable attempt to forward any Client proxies received by Adviser on behalf of Client to the forwarding address provided by Client to Adviser. Any information received by Adviser that relates to the voting of clients' proxies shall be maintained by Adviser for a period of five years from the date of receipt, the first two years in the offices of Adviser.

## Item 18: Financial Information

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Due to the nature of the firm's services, an audited balance sheet is not required in this disclosure. ClearLogic Financial, Inc. does not serve as a custodian for client funds or securities and does not require prepayment of fees.